

1 BILL NO. S-83-12-05

2 SPECIAL ORDINANCE NO. S-263-83

3 ORDINANCE AUTHORIZING THE CITY OF
4 FORT WAYNE TO ISSUE ITS CITY OF FORT WAYNE, INDIANA
5 FLOATING RATE MONTHLY DEMAND REVENUE BONDS
6 (THE FORT WAYNE CIVIC CENTER PROJECT) 1983 SERIES
7 AND APPROVING OTHER ACTIONS IN RESPECT THERETO

8 WHEREAS, the City of Fort Wayne, Indiana is a "unit" as
9 such is defined by Indiana Law and is authorized by I.C.
10 36-7-12-1 et seq (the Act) and has established a Department of
11 Economic Development known as the Fort Wayne Economic
12 Development Commission, and further is authorized by the Act to
13 issue bonds for the purposes described in the Act; and

14 WHEREAS, the Fort Wayne Economic Development Commission
15 has rendered its project report for the Convention Center
16 Associates Project regarding the financing of proposed economic
17 development facilities for Convention Center Associates and the
18 Fort Wayne Plan Commission has commented favorably thereon; and

19 WHEREAS, the Fort Wayne Economic Development Commission
20 conducted a public hearing on December 15, 1983, and also adopted
21 a Resolution on December 15, 1983, which Resolution has been
22 transmitted to this Common Council, finding that the financing
23 of certain economic development facilities for Convention Center
24 Associates complies with the purposes and provisions of the Act
25 and that such financing will be of benefit to the health and
26 welfare of the City of Fort Wayne and its citizens, and further
27 finding as follows:

28 a. The financing will not create an unjustified com-
29 petitive disadvantage with other companies within the area;

30 b. The financing will stimulate the local economy;

31 c. The financing will result in creation or retention of
32 a significant number of jobs;

d. The project being financed would not be undertaken
without tax exempt financing; and

1 WHEREAS, the Fort Wayne Economic Development Commission
2 has approved and recommended the adoption of this form of
3 Ordinance by this Common Council and has approved the substan-
4 tially final form of and has transmitted for approval by the
5 Common Council the Loan Agreement, Bond Purchase Agreement,
6 Indenture of Trust, Preliminary Official Statement, and form of
7 Bonds.

8 NOW THEREFORE, BE IT ORDAINED BY THE COMMON COUNCIL OF THE
9 CITY OF FORT WAYNE, INDIANA THAT:

10 SECTION 1. It is hereby found that the financing of the
11 economic development facilities referred to in the Loan
12 Agreement, Bond Purchase Agreement, Indenture of Trust,
13 Preliminary Official Statement, and Bonds approved by the Fort
14 Wayne Economic Development Commission and presented to the Common
15 Council, the issuance and sale of the revenue bonds, to be used
16 for the acquisition and construction of the economic development
17 facilities constituting the project and the assigning of a
18 security interest in the Loan Agreement and all proceeds derived
19 from the Loan Agreement to the Trustee complies with the purposes
20 and provisions of I.C. 36-7-12 and will be of benefit to the
21 health and welfare of the City of Fort Wayne and its citizens.

22 SECTION 2. The Common Council further finds that (a) the
23 financing will not create an unjustified competitive disadvan-
24 tage to other companies within the area; (b) the financing will
25 stimulate the local economy; (c) the financing will result in
26 the creation or retention of a significant number of jobs; and
27 (d) the project would not be undertaken without tax exempt
28 financing.

29 SECTION 3. The substantially final forms of the Loan
30 Agreement, Bond Purchase Agreement, Indenture of Trust,
31 Preliminary Official Statement, and Bonds, approved by the Fort
32 Wayne Economic Development Commission are hereby approved and all

1 such documents (herein collectively referred to as the "Financing
2 Agreement" referred to in I.C. 36-7-12), are hereby approved, and
3 all such documents shall be incorporated herein by reference and
4 shall be inserted in the minutes of the Common Council and kept on
5 file by the Clerk. In accordance with provisions of I.C. 36-1-5-4
6 two (2) copies of all such documents are on file in the office of
7 the Clerk for public inspection.

8 SECTION 4. The City of Fort Wayne, Indiana shall issue its
9 City of Fort Wayne, Indiana Floating Rate Monthly Demand Revenue
10 Bonds, (The Fort Wayne Civic Center Project) 1983 Series, in the
11 total principal amount of not to exceed \$12,000,000.00, maturing
12 not later than December 1, 2013, but subject to mandatory or
13 optional redemption as set forth in the Bonds, Indenture of Trust
14 and Bond Purchase Agreement and also subject to mandatory
15 repurchase on the demand of the holder thereof as set forth in the
16 Bonds, Indenture of Trust, and Bond Purchase Agreement, for the
17 purpose of procuring funds to pay the cost of acquisition and
18 construction of the economic development facilities as more par-
19 ticularly set out in the Loan Agreement, Indenture of Trust, and
20 Bond Purchase Agreement incorporated herein by reference, which
21 Bonds will be payable as to principal, premium, if any, and
22 interest from payments made by Convention Center Associates under
23 the Loan Agreement as provided in the above-described documents.
24 The economic development facility will be leased to the Fort Wayne
25 and Allen County Convention and Tourism Authority. The Bonds will
26 be sold to E. F. Hutton & Company, Inc. as Underwriter, New
27 York, New York, in fully registered form and may be assigned and
28 transferred pursuant to the Bond Purchase Agreement, Bonds, and
29 Indenture of Trust; payment of principal and interest is payable
30 in lawful money of the United States of America to the Trustee.
31 The Bonds shall never constitute a general obligation of, an
32 indebtedness of, or a charge against the general credit of the

1 City of Fort Wayne, nor are the Bonds payable in any manner from
2 revenues raised by the taxing power of the City of Fort Wayne.

3 SECTION 5. The Mayor and Clerk are authorized and
4 directed to sell the Bonds to the purchasers thereof at a rate
5 of interest as follows:

6 Interest on the Bonds will be paid on February 1, 1984, and
7 on the first Business Day (as hereinafter defined) of each calen-
8 dar month thereafter (an "Interest Payment Date") and will be com-
9 puted on the basis of a year of 365 or 366 days, as appropriate,
10 for the actual number of days elapsed (except in the event of a
11 conversion to a Fixed Interest Rate in which case interest will be
12 computed on the basis of a 360-day year of twelve 30-day months on
13 each June 1 and December 1 (a "Fixed Interest Rate Interest
14 Payment Date") after the date the Fixed Interest Rate becomes
15 effective). Interest on the Bonds will first accrue from and
16 including the date of the first delivery of fully executed and
17 authenticated Bonds to and including January 31, 1984, and, com-
18 mencing February 1, 1984, interest on the Bonds will accrue from
19 and including the Interest Payment Date in each calendar month to
20 and including the day next preceding the Interest Payment Date in
21 the following calendar month (each such period being hereinafter
22 called an "Interest Period").

23 For the first Interest Period, the Bonds will bear interest
24 at a rate to be established immediately prior to sale which rate
25 shall be approved by the Mayor. Thereafter, for each Interest
26 Period for which there is not a Fixed Interest Rate, the interest
27 rate on the Bonds will be determined as follows:

28 (a) if any Bonds shall have been delivered to the
29 Remarketing Agent for purchase on an Interest Payment Date and if
30 any or all of such Bonds shall have been sold (or shall be deemed
31 to have been sold) by the Remarketing Agent, the interest rate
32 borne by all Bonds for the Interest Period which commences

1 on such Interest Payment Date will be a rate determined by the
2 Remarketing Agent, in its discretion, to be that rate which, if
3 borne by the Bonds, would, in its judgment having due regard to
4 prevailing financial marketing conditions, be the interest rate
5 necessary, but which would not exceed the interest rate
6 necessary, to enable the Remarketing Agent to sell the Bonds so
7 delivered to it; provided, however, that the interest rate so
8 determined will not be more than 110%, nor less than 90%, of the
9 Interest Index (hereinafter described) for such Interest Period.

10 (b) if any Bonds shall have been delivered to the
11 Remarketing Agent for purchase on an Interest Payment Date and if
12 none of such Bonds shall have been sold (or shall be deemed to
13 have been sold) by the Remarketing Agent, the interest rate borne
14 by all Bonds for the Interest Period which commences on such
15 Interest Payment Date will be a percentage per annum equal to
16 110% of the Interest Index for such Interest Period; provided,
17 however, that if all such Bonds shall have been purchased with
18 moneys derived from excess Bond proceeds furnished by the Trustee
19 the interest rate borne by all Bonds will be a percentage per annum
20 equal to the Interest Index for such Interest Period; and

21 (c) if no Bonds shall have been delivered to the
22 Remarketing Agent for purchase on an Interest Payment Date, the
23 interest rate borne by all Bonds for the Interest Period which
24 commences on such Interest Payment Date will be a percentage per
25 annum equal to the Interest Index for such Interest Period.
26 Anything in the Indenture or the Bonds to the contrary not-
27 withstanding, in no event will the interest rate borne by the
28 Bonds exceed 20% per annum.

29 For the second Interest Period and each Interest Period
30 thereafter (except upon conversion to the Fixed Interest Rate),
31 the Interest Index will be computed by the Indexing Agent
32 (hereinafter referred to) as of the fourth Business Day next pre-

ceding the first day of such Interest Period. The Interest Index shall be the average of 30-day yield evaluations at par of not less than twenty (20) issuers of securities the interest on which is exempt from federal income taxation (the "Component Issuers") selected by the Indexing Agent which will include, without limitation, issuers of commercial paper, project notes, bond anticipation notes and tax anticipation notes. So long as the Bonds are rated by either Moody's Investors Service, Inc. ("Moody's") or Standard & Poor's Corporation ("S & P") in either of its two highest long-term debt rating categories, each of the Component Issuers must either (a) have outstanding securities rated by either Moody's or S & P in its highest note or commercial paper rating category or (b) have outstanding securities rated by either Moody's or S & P in either of its two highest long-term debt rating categories and either (i) have no outstanding notes or commercial paper or (ii) have outstanding notes or commercial paper, none of which is rated by either Moody's or S & P. In the event that the Bonds are not rated by either Moody's or S & P in either of the two highest long-term debt rating categories of such rating agency, each of the Component Issuers must either (a) have outstanding securities rated by such rating agency in its note or commercial paper rating category correlative, in the judgment of the Indexing Agent, to the long-term debt rating category in which the Bonds are rated by such rating agency or (b) have outstanding securities rated by such rating agency in the same long-term debt rating category as the Bonds are rated by such rating agency and either (i) have no outstanding notes or commercial paper or (ii) have outstanding notes or commercial paper, none of which is rated by such rating agency. The creditworthiness of each Component Issuer shall be based solely on the creditworthiness of the Component Issuer itself and shall not be based on the creditworthiness of any other entity, including,

1 without limitation, the owner, user or other beneficiary of faci-
2 lities financed with obligations issued by such Component Issuer.
3 The specific issuers included in the Component Issuers may be
4 changed from time to time by the Indexing Agent in its discretion.
5 In the event that the Bonds are rated by neither Moody's nor S &
6 P, or in the event that the Indexing Agent no longer computes, or
7 fails to compute, the Interest Index and no other qualified muni-
8 cipal securities evaluation service can be appointed by the
9 Issuer, the Interest Index during each Interest Period will be
10 determined by the Remarketing Agent and will be 60% of the
11 interest rate applicable to thirteen-week United States Treasury
12 bills determined on the basis of the average per annum discount
13 rate at which such thirteen-week Treasury bills shall have been
14 sold at the most recent Treasury auction during the next preceding
15 Interest Period, or, if no such auction shall have been conducted
16 during the next preceding Interest Period, or if the Remarketing
17 Agent shall fail or refuse to determine the Interest Index, the
18 Interest Index during such Interest Period will be the same as for
19 such preceding Interest Period.

20 The computation of the Interest Index by the Indexing Agent,
21 and the determination of any variation from the Interest Index by
22 the Remarketing Agent, shall be conclusive and binding upon the
23 holders of the Bonds.

24 Interest on the Bonds may be converted to a fixed interest
25 rate as follows:

26 The interest on the Bonds shall be converted to a Fixed
27 Interest Rate, on a one-time basis, upon the occurrence of events
28 described in (a) or (b) as follows:

29 (a) The interest rate on the Bonds shall be converted
30 to a Fixed Interest Rate upon receipt by the Issuer and the
31 Trustee and any co-paying agent of a direction from the Company
32 specifying the date the Fixed Interest Rate shall be determined

28% COTTON

(which shall not be less than five Business Days prior to the effective date thereof) and the effective date thereof (which shall be the first Business Day of a calendar month) delivered to the Issuer, any co-paying agent and the Trustee not less than 45 days prior to such effective date. Such direction shall be accompanied by an opinion of nationally recognized bond counsel acceptable to the Issuer stating that such conversion to a Fixed Interest Rate is authorized or permitted by the Indenture and the Act, and that conversion to the Fixed Interest Rate will not adversely affect the exemption of the interest on the Bonds from federal income taxation.

(b) On September 25, 1984 and on the fourth Business Day prior to the Interest Payment Date in each succeeding April or October thereafter (unless conversion to the Fixed Interest Rate has already occurred), the Indexing Agent shall compute and make available to the Trustee, the Paying Agent, if any, the Company and the Remarketing Agent, the Fixed Interest Index. If the Fixed Interest Index is at or below seven percent (7%) per annum, the Indexing Agent shall again compute the Fixed Interest Index on the fourth Business Day prior to the Interest Payment Date of the next succeeding Interest Period. If the Fixed Interest Index is at or below seven percent (7%) per annum on such second computation, the interest rate on the Bonds will be established at the Fixed Interest Rate on the Interest Payment Date of the next succeeding Interest Period at a rate equal to the Fixed Interest Index computed by the Indexing Agent on the tenth Business Day next preceding the effective date of such Fixed Interest Rate, provided that such Fixed Interest Rate shall not be established if, on such tenth Business Day next preceding the effective date, the Fixed Interest Index exceeds seven and one-eighth percent (7-1/8%) per annum, and provided, further, that on or before such effective date, there shall be supplied to the Issuer, the Trustee and the

1 Remarketing Agent an opinion of Bond Counsel stating that such
2 conversion to a Fixed Interest Rate is authorized or permitted
3 by this Indenture and the Act and that conversion to the Fixed
4 Interest Rate in accordance with the provisions of the Indenture
5 will not adversely affect the exemption of the interest on the
6 Bonds from federal income taxation. No direction that the interest
7 rate borne by the Bonds be converted to a Fixed Interest Rate shall
8 be given by Company hereunder, without the prior written consent
9 of Insurer.

10 The Fixed Interest Index shall be based upon yield evalua-
11 tions at par (on the basis of full coupon securities trading at
12 par with a term equal to the period to maturity remaining on the
13 Bonds) of not less than five (5) component issues selected by the
14 Indexing Agent which (1) qualify under Section 103(a) of the
15 Code (including industrial development bonds) and (2) have a
16 rating specified in the Indenture of Trust. The specific issues
17 included in the component issues may be changed from time to time
18 by the Indexing Agent in its discretion. In the event that the
19 Indexing Agent no longer computes, or fails to compute, the Fixed
20 Interest Index and no other qualified municipal securities
21 evaluation service can be appointed by the Issuer, the Fixed Interest
22 Index shall be determined by the Remarketing Agent and shall be 95%
23 of the average yield, evaluated at par on the basis of a term
24 approximately equal to the time remaining until the maturity of
25 the bonds, of the United States Treasury bonds.

26 Upon conversion to a Fixed Interest Rate, the Bonds shall be
27 subject to mandatory redemption on the effective date of the
28 Fixed Interest Rate at a price equal to the principal amount
29 thereof, provided, however, that Bonds called for such redemption
30 shall not be redeemed but shall be purchased on such Interest
31 Payment Date by the Company at the principal amount thereof plus
32 accrued interest, if any, if the Company shall deliver to the

1 Trustee and the Bank on or before such Interest Payment Date a
2 written notice specifying the principal amount of Bonds to be
3 purchased and, in the event that the Letter of Credit is not in
4 effect on such Interest Payment Date, if the Company shall deposit
5 with the Trustee moneys sufficient to pay the purchase price of
6 Bonds to be so purchased.

7 The day after the effective date of the Fixed Interest Rate,
8 the Bonds shall no longer be subject to certain provisions of the
9 Indenture, including the provisions relating to the purchase of
10 Bonds by the Remarketing Agent and the Paying Agent.

11 Following the conversion to the Fixed Interest Rate,
12 interest shall be payable semiannually on each June 1 and
13 December 1 thereafter until paid.

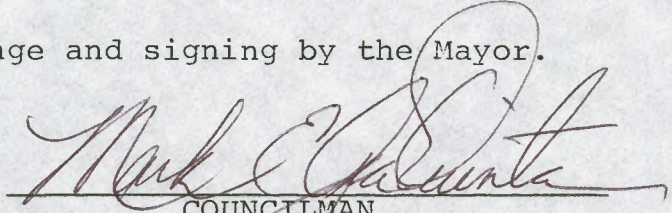
14 SECTION 6. The Mayor and Clerk are authorized and directed
15 to execute, attest, affix or imprint by any means the City seal
16 to the documents constituting the Financing Agreement approved
17 herein on behalf of the City and any other documents which may
18 be necessary or desirable to consummate the transaction, including
19 but not limited to the Official Statement, the Inducement Letter,
20 the Lease Agreement between Convention Center Associates and the
21 Fort Wayne and Allen County Convention and Tourism Authority, the
22 Surety Bond and the Bonds authorized herein and may approve such
23 other changes in the Financing Agreement as they may deem neces-
24 sary or advisable, including the initial interest rate and the
25 total amount of Bonds to be issued. The signatures of the Mayor
26 and Clerk on the Bonds may be by facsimile signatures. The Clerk
27 is authorized to arrange for delivery of the Bonds to the Trustee,
28 payment for the Bonds will be made to the Trustee named in the
29 Bond Purchase Agreement, and after such payment the Bonds will
30 be delivered to E. F. Hutton and Company, Inc. as Underwriter.
31 Payment for the Bonds shall be at a purchase price of not less
32 than 97% of the principal amount of the Bonds, the actual price

1 to be approved by the Mayor and Clerk. The Bonds shall be
2 initially dated as of the date of the first authentication and
3 delivery, except as otherwise provided in the Indenture of Trust
4 with respect to registered bonds. Pursuant to the Financing
5 Agreement the City hereby designates and appoints E. F. Hutton
6 & Company Inc. as Remarketing Agent and Kenny Information
7 Systems, Inc. as Indexing Agent, and U. S. Trust Company of
8 New York as Paying Agent and Registrar.

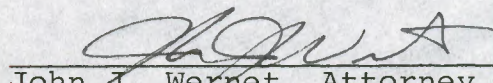
9 The Preliminary Official Statement and the final Official
10 Statement are hereby authorized to be distributed in the manner
11 and form as is approved by the City Attorney.

12 SECTION 7. The provisions of this Ordinance and the
13 Bond Purchase Agreement shall constitute a contract binding between
14 the City of Fort Wayne and the holders of the City of Fort Wayne,
15 Indiana Floating Rate Monthly Demand Revenue Bonds (The Fort
16 Wayne Civic Center Project) 1983 Series and after the issuance of
17 said Bonds, this Ordinance shall not be repealed or amended in
18 any respect which would adversely affect the rights of such
19 holders so long as said Bonds or the interest thereon remains
20 unpaid.

21 SECTION 8. This Ordinance shall be in full force and
22 effect from and after its passage and signing by the Mayor.

23 
24 COUNCILMAN

25 APPROVED AS TO FORM AND
26 LEGALITY.

27 
28 John J. Wernet, Attorney for the
29 Fort Wayne Economic Development Commission
Dated this 15th day of Dec., 1983

Read the first time in full and on motion by GioQuinta, seconded by Sten, and duly adopted, read the second time by title and referred to the Committee Finance (and the City Plan Commission for recommendation) and Public Hearing to be held after due legal notice, at the Council Chambers, City-County Building, Fort Wayne, Indiana, on _____, the _____ day of _____, 19____, at _____ o'clock _____ M., E.S.T.

DATE: 12-13-83

Sandra E. Kennedy
CITY CLERK

Read the third time in full and on motion by GioQuinta, seconded by Sten, and duly adopted, placed on its passage. PASSED (~~LEST~~) by the following vote:

	<u>AYES</u>	<u>NAYS</u>	<u>ABSTAINED</u>	<u>ABSENT</u>	<u>TO-WIT:</u>
<u>TOTAL VOTES</u>	<u>9</u>	_____	_____	_____	_____
<u>BRADBURY</u>	<u>✓</u>	_____	_____	_____	_____
<u>BURNS</u>	<u>✓</u>	_____	_____	_____	_____
<u>EISBART</u>	<u>✓</u>	_____	_____	_____	_____
<u>GiaQUINTA</u>	<u>✓</u>	_____	_____	_____	_____
<u>SCHMIDT</u>	<u>✓</u>	_____	_____	_____	_____
<u>SCHOMBURG</u>	<u>✓</u>	_____	_____	_____	_____
<u>SCRUGGS</u>	<u>✓</u>	_____	_____	_____	_____
<u>STIER</u>	<u>✓</u>	_____	_____	_____	_____
<u>TALARICO</u>	<u>✓</u>	_____	_____	_____	_____

DATE: 12-20-83

Sandra E. Kennedy
CITY CLERK

Passed and adopted by the Common Council of the City of Fort Wayne, Indiana, as (~~ZONING MAP~~) (GENERAL) (ANNEXATION) (SPECIAL) (~~APPROPRIATION~~) ORDINANCE (RESOLUTION) NO. D-263-83 on the 20th day of December, 1983.

ATTEST:

(SEAL)

Sandra E. Kennedy
CITY CLERK

Ray A. Ebert
PRESIDING OFFICER

Presented by me to the Mayor of the City of Fort Wayne, Indiana, on the 21st day of December, 1983, at the hour of 10:00 o'clock A. M., E.S.T.

Sandra E. Kennedy
CITY CLERK

Approved and signed by me this 21st day of Dec 1983, at the hour of 4 o'clock P M., E.S.T.

Win Moses, Jr.
WIN MOSES, JR. - MAYOR

BILL NO. S-83-12-05

REPORT OF THE COMMITTEE ON FINANCE

WE, YOUR COMMITTEE ON FINANCE TO WHOM WAS REFERRED AN
ORDINANCE AUTHORIZING THE CITY OF FORT WAYNE TO ISSUE ITS CITY OF
FORT WAYNE, INDIANA FLOATING RATE MONTHLY DEMAND REVENUE BONDS (THE FORT
WAYNE CIVIC ~~CENTER~~ ^{CENTER} PROJECT 1983 SERIES AND APPROVING OTHER ACTIONS IN
RESPECT THERETO

HAVE HAD SAID ORDINANCE UNDER CONSIDERATION AND BEG LEAVE TO REPORT
BACK TO THE COMMON COUNCIL THAT SAID ORDINANCE Do PASS.

MARK E. GIAQUINTA, CHAIRMAN

Mark E. Giaquinta

JAMES S. STIER, VICE CHAIRMAN

James S. Stier

JANET G. BRADBURY

Janet G. Bradbury

SAMUEL J. TALARICO

Samuel J. Talarico

DONALD J. SCHMIDT

Donald J. Schmidt

*Enclosed
12-20-83*

Sandra E. Kennedy